

Delaware

The First State

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I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"ASSOCIATES HOUSING FINANCE, LLC", A DELAWARE LIMITED LIABILITY COMPANY,

WITH AND INTO "ASSOCIATES FIRST CAPITAL CORPORATION" UNDER THE NAME OF "ASSOCIATES FIRST CAPITAL CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF NOVEMBER, A.D. 2018, AT 10:03 O`CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE FIRST DAY OF DECEMBER, A.D. 2018.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Jeffrey W. Bullock, Secretary of State

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SR# 20187755881

You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 203955605
Date: 11-26-18

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**STATE OF DELAWARE
CERTIFICATE OF MERGER OF
DOMESTIC LIMITED LIABILITY COMPANY
INTO A
DOMESTIC CORPORATION**

Pursuant to Title 8, Section 264(c) of the Delaware General Corporation Law and Title 6, Section 18-209 of the Delaware Limited Liability Company Act, the undersigned corporation executed the following Certificate of Merger:

FIRST: The name of the surviving corporation is Associates First Capital Corporation, a Delaware Corporation, and the name of the limited liability company being merged into this surviving corporation is Associates Housing Finance, LLC.

SECOND: The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by the surviving corporation and the merging limited liability company.

THIRD: The name of the surviving corporation is Associates First Capital Corporation.

FOURTH: The merger is to become effective on December 1, 2018.

FIFTH: The Agreement of Merger is on file at 1000 Technology Drive, O'Fallon, MO 63368, the place of business of the surviving corporation.

SIXTH: A copy of the Agreement of Merger will be furnished by the corporation on request, without cost, to any stockholder of any constituent corporation or member of any constituent limited liability company.

SEVENTH: The Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation

IN WITNESS WHEREOF, said Corporation has caused this certificate to be signed by an authorized officer, the 20th day of November, A.D., 2018.

By: Jeffery L. Boyher
Authorized Officer

Name: Jeffery L. Boyher

Print or Type

Title: Vice President and Secretary